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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

OMB No 1545-0052

**2011**

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

Name of foundation

**COOKE FOUNDATION, LTD.  
C/O BANK OF HAWAII**

A Employer identification number

**23-7120804**

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

**P.O. BOX 3170, DEPT. 715**

B Telephone number

**(808) 694-4158**

City or town, state, and ZIP code

**HONOLULU, HI 96802-3170**C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐Foreign organizations meeting the 85% test,  
2. check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated  
under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

J Accounting method:

☒ Cash☐ Accrual

(from Part II, col (c), line 16)

☐ Other (specify)**\$ 21,561,884.** (Part I, column (d) must be on cash basis.)F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses**(The total of amounts in columns (b), (c), and (d) may not  
necessarily equal the amounts in column (a))(a) Revenue and  
expenses per books(b) Net investment  
income(c) Adjusted net  
income(d) Disbursements  
for charitable purposes  
(cash basis only)

1 Contributions, gifts, grants, etc., received

**N/A**2 Check ☒ if the foundation is not required to attach Sch B3 Interest on savings and temporary  
cash investments**343.****343.****STATEMENT 1**

4 Dividends and interest from securities

**695,818.****695,818.****STATEMENT 2**

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

**120,325.**b Gross sales price for all  
assets on line 6a **8,379,796.**

7 Capital gain net income (from Part IV, line 2)

**120,325.**

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns  
and allowances

b Less: Cost of goods sold

c Gross profit or (loss)

11 Other income

**13,700.****0.****STATEMENT 3**

12 Total Add lines 1 through 11

**830,186.****816,486.**

13 Compensation of officers, directors, trustees, etc

**0.****0.****0.**

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

**STMT 4****10,202.****4,401.****5,801.**

c Other professional fees

17 Interest

18 Taxes

**STMT 5****76,080.****4,080.****0.**

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

**9,755.****0.****9,755.**

22 Printing and publications

23 Other expenses

**STMT 6****291,040.****151,172.****139,868.**24 Total operating and administrative  
expenses. Add lines 13 through 23**387,077.****159,653.****155,424.**

25 Contributions, gifts, grants paid

**803,034.****803,034.**

26 Total expenses and disbursements.

Add lines 24 and 25

**1,190,111.****159,653.****958,458.**

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

**-359,925.**

b Net investment income (if negative, enter -0-)

**656,833.**

c Adjusted net income (if negative, enter -0-)

**N/A**123501  
12-02-11

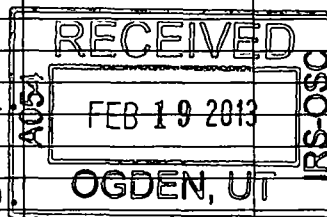
LHA For Paperwork Reduction Act Notice, see instructions.

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POSTMARK DATE FEB 15 2013

SCANNED FEB 20 2013

Operating and Administrative Expenses



614 10 18

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	4,061.	9,410.	9,410.
	2 Savings and temporary cash investments	435,840.	391,969.	391,969.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	20,374,038.	20,088,916.	21,160,505.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	20,813,939.	20,490,295.	21,561,884.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	20,813,939.	20,490,295.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	20,813,939.	20,490,295.	
31 Total liabilities and net assets/fund balances	20,813,939.	20,490,295.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	20,813,939.
2 Enter amount from Part I, line 27a	2	-359,925.
3 Other increases not included in line 2 (itemize) ▶ RETURNED PRIOR YEAR GRANTS	3	36,281.
4 Add lines 1, 2, and 3	4	20,490,295.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,490,295.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>	P	VARIOUS	VARIOUS
<b>b PUBLICLY TRADED SECURITIES</b>	P	VARIOUS	VARIOUS
<b>c CLASS ACTION SETTLEMENTS</b>	P	VARIOUS	VARIOUS
<b>d CAPITAL GAINS DIVIDENDS</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a 6,495,927.</b>		<b>6,596,768.</b>	<b>-100,841.</b>
<b>b 1,813,024.</b>		<b>1,662,653.</b>	<b>150,371.</b>
<b>c 649.</b>		<b>50.</b>	<b>599.</b>
<b>d 70,196.</b>			<b>70,196.</b>
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			<b>-100,841.</b>
<b>b</b>			<b>150,371.</b>
<b>c</b>			<b>599.</b>
<b>d</b>			<b>70,196.</b>
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	<b>120,325.</b>
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	<b>3</b>	<b>N/A</b>

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,127,786.	21,508,616.	.052434
2009	1,173,603.	20,334,653.	.057714
2008	1,246,429.	19,247,469.	.064758
2007	1,311,439.	25,620,454.	.051187
2006	1,446,300.	26,015,906.	.055593

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.281686</b>
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	<b>.056337</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	<b>21,257,828.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>1,197,602.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>6,568.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>1,204,170.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	<b>958,458.</b>

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.  
See the Part VI instructions.

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**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	13,137.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	13,137.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	13,137.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	14,093.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	12,000.
a 2011 estimated tax payments and 2010 overpayment credited to 2011		6d	
b Exempt foreign organizations - tax withheld at source		7	26,093.
c Tax paid with application for extension of time to file (Form 8868)		8	61.
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	12,895.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <b>12,895.</b> Refunded <b>12,895.</b>			

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <b>\$ 0.</b> (2) On foundation managers. <b>\$ 0.</b>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <b>\$ 0.</b>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <b>HI</b>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► <u>HTTP://COOKE.HAWAIICOMMUNITYFOUNDATION.ORG/</u>				
14	The books are in care of ► <u>BANK OF HAWAII</u>	Telephone no	► <u>(808) 694-4158</u>	
Located at ► <u>130 MERCHANT ST., HONOLULU, HI</u>		ZIP+4	► <u>96813</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here	► <input type="checkbox"/>	
1b		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		
1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	N/A	
3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		X
4b		X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	20,970,464.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	611,087.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	21,581,551.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	21,581,551.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	323,723.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	21,257,828.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,062,891.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,062,891.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	13,137.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	13,137.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,049,754.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	36,281.
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,086,035.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,086,035.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	958,458.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	958,458.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	958,458.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2011)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,086,035.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	176,435.			
b From 2007	44,509.			
c From 2008	264,130.			
d From 2009	166,914.			
e From 2010	114,753.			
f Total of lines 3a through e	766,741.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	958,458.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				958,458.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	127,577.			127,577.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	639,164.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	48,858.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	590,306.			
10 Analysis of line 9:				
a Excess from 2007	44,509.			
b Excess from 2008	264,130.			
c Excess from 2009	166,914.			
d Excess from 2010	114,753.			
e Excess from 2011				



**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
SEE STATEMENT GRANTS-1				803,034.
<b>Total</b>			<b>▶ 3a</b>	803,034.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>▶ 3b</b>	0.



**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

		Yes	No
<b>1</b>	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		


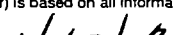
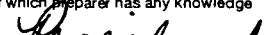
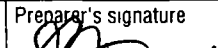
[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, this true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		 Date		 Title	
Paid Preparer Use Only	Print/Type preparer's name <b>JASON S. C. YAMAUCHI</b>		Preparer's signature 		Date <b>JAN 25 2013</b>	
	Check <input type="checkbox"/> if self-employed		PTIN <b>P0C529803</b>			
	Firm's name ▶ <b>BANK OF HAWAII</b>				Firm's EIN ▶ <b>99-0033900</b>	
	Firm's address ▶ <b>P.O. BOX 3170, DEPT. 715 HONOLULU, HI 96802-3170</b>				Phone no.	

Form **990-PF** (2011)

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
DREYFUS CASH MGMT	340.
PACIFIC CAPITAL CASH ASSETS TRUST	3.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	343.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF HAWAII #M19257	766,014.	70,196.	695,818.
TOTAL TO FM 990-PF, PART I, LN 4	766,014.	70,196.	695,818.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MUNICIPAL INTEREST	12,444.	0.	
FEDERAL TAX REFUND	1,256.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	13,700.	0.	

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	3,500.	1,050.		2,450.
AUDIT FEES	6,702.	3,351.		3,351.
TO FORM 990-PF, PG 1, LN 16B	10,202.	4,401.		5,801.

FORM 990-PF	TAXES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FYE 6/30/11 FORM 990-PF EXTENSION PYMT	62,000.	0.		0.
FYE 6/30/12 FORM 990-PF 4TH QTR EST TAX PYMT	10,000.	0.		0.
FOREIGN TAX WITHHELD	4,080.	4,080.		0.
TO FORM 990-PF, PG 1, LN 18	76,080.	4,080.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HI COMMUNITY FDN ADM FEES	81,200.	0.		81,200.
MEMBERSHIP DUES	2,470.	0.		2,470.
STATIONARY & PRINTING	5,578.	0.		5,578.
AGENT'S FEE TO BANK OF HAWAII	169,136.	126,852.		42,284.
MISCELLANEOUS	225.	0.		225.
DCCA FILING	5.	0.		5.
AGENT'S FEE TO BANK OF MORGAN STANLEY SMITH BARNEY	32,426.	24,320.		8,106.
TO FORM 990-PF, PG 1, LN 23	291,040.	151,172.		139,868.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
SEE STATEMENT INV-1	COST	20,088,916.	21,160,505.	
TOTAL TO FORM 990-PF, PART II, LINE 13		20,088,916.	21,160,505.	



FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SAMUEL A. COOKE 130 MERCHANT STREET HONOLULU, HI 96813	PRES/TTEE 1.00	0.	0.	0.
LYNNE JOHNSON 130 MERCHANT STREET HONOLULU, HI 96813	VP/TTEE 1.00	0.	0.	0.
LISSA DUNFORD 130 MERCHANT STREET HONOLULU, HI 96813	TREAS/TTEE 1.00	0.	0.	0.
CHARLES SPALDING JR 130 MERCHANT STREET HONOLULU, HI 96813	VP/TTEE 1.00	0.	0.	0.
DALE S. BACHMAN 130 MERCHANT STREET HONOLULU, HI 96813	VP/TTEE 1.00	0.	0.	0.
CAROLINE BOND DAVIS 130 MERCHANT STREET HONOLULU, HI 96813	SEC/TTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

**COOKE FOUNDATION LIMITED**  
**FORM 990-PF, PART II, LINE 13**  
**FOR YEAR ENDED 06/30/2012**

**23-7120804**

Description	Units	Book Value	Market Value
00206R102 AT&T INC	7,827 000	223,806 20	279,111 00
00206RAQ5 AT&T INC SR UNSECURED 4 85% 02/15/2014	75,000 000	74,995 50	79,895 00
00206RBD3 AT&T INC SR UNSECURED 3% 02/15/2022	50,000 000	50,216 00	50,795 00
002824100 ABBOTT LABORATORIES	2,120 000	106,892 86	136,676 00
003019395 ABERDEEN INTERNATIONAL EQUITY FUND INST	52,439 238	603,888 86	693,247 00
003021698 ABERDEEN ASIA-PACIFIC EX-JAPAN EQUITY FUND INSTITUTIONAL CLASS	42,841 638	397,529 56	466,117 00
008281AL1 AFRICAN DEVELOPMENT BANK SUB NOTES 6 875% 10/15/2015	90,000 000	105,237 90	102,944 00
010392EP9 ALABAMA POWER CO BONDS SER 1 5 65% 03/15/2035-2015	85,000 000	82,829 55	90,440 00
020002101 ALLSTATE CORP	1,060 000	32,925 50	37,195 00
02209S103 ALTRIA GROUP INC	5,640 000	148,367 49	194,862 00
025816109 AMERICAN EXPRESS CO	1,690 000	76,173 79	98,375 00
026874CS4 AMERICAN INTL GROUP NOTES 3 8% 03/22/2017	10,000 000	9,979 70	10,194 00
03073E105 AMERISOURCEBERGEN CORP	1,057 000	33,090 33	41,593 00
037411105 APACHE CORP	240 000	17,663 04	21,094 00
03746AAA8 APACHE FINANCE CANADA COMPANY GUARNT 7.75% 12/15/2029	25,000 000	29,832 50	36,026 00
037833100 APPLE INC	174 000	33,720 10	101,616 00
046353108 ASTRAZENECA PLC PLC SP ADR	3,110 000	148,756 09	139,173 00
05534B760 BCE INC	4,190 000	161,350 10	172,628 00
055451AK4 BHP FINANCE USA LTD COMPANY GUARNT 1 875% 11/21/2016	75,000 000	75,275 75	76,826 00
05565QBF4 BP CAPITAL MARKETS PLC SR UNSECURED 5 25% 11/07/2013	75,000 000	74,951 25	79,470 00
064058100 BANK OF NEW YORK MELLON CORP	950 000	27,819 63	20,853 00
064159AL0 BANK OF NOVA SCOTIA N Y AGY SR UNSECURED 1 85% 01/12/2015	45,000 000	44,998 65	45,719 00
071813109 BAXTER INTL INC	630 000	32,387 23	33,485 00
073730103 BEAM INC	410 000	19,981 73	25,621 00
084664BD2 BERKSHIRE HATHAWAY FIN COMPANY GUARNT 4 6% 05/15/2013	85,000 000	91,603 65	87,950 00
084670702 BERKSHIRE HATHAWAY INC CL B	980 000	81,515 68	81,663 00
084670AV0 BERKSHIRE HATHAWAY INC SR UNSECURED 3 2% 02/11/2015	90,000 000	94,783 50	95,561 00
08658EAA5 BEST FOODS NOTES MTN SER F 6 625% 04/15/2028	63,000 000	72,676 78	85,719 00
097023AU9 BOEING CO BONDS 6 125% 02/15/2033	60,000 000	73,271 40	78,514 00
099724106 BORGWARNER INC	260 000	22,534 80	17,053 00
110122108 BRISTOL MYERS SQUIBB CO	4,760 000	133,733 13	171,122 00
14912LAC2 CATERPILLAR FINANCIAL SERVICES NOTES 6 2% 09/30/2013	100,000 000	99,893 00	106,890 00
156700106 CENTURYLINK INC	3,950 000	144,550 42	155,986 00
166764100 CHEVRON CORP	915 000	64,221 93	96,533 00
167486HM4 CHICAGO IL BUILD AMERICA BONDS TAXABLE C 6 207% 01/01/2036	100,000 000	102,395 00	108,435 00
191216100 COCA COLA CO	455 000	25,605 20	35,576 00
191219BS2 COCA COLA ENTERPRISES INC NOTES 5% 08/15/2013	95,000 000	103,284 00	99,517 00
192446102 COGNIZANT TECH SOLUTIONS CORP	590 000	36,297 20	35,400 00
197199813 COLUMBIA ACORN INTERNATIONAL FUND CL Z	8,703 174	356,220 91	322,888 00
20030NAP6 COMCAST CORP COMPANY GUARNT 6 5% 01/15/2017	70,000 000	77,686 00	83,333 00
20825C104 CONOCOPHILLIPS	2,181 000	102,631 92	121,874 00
222816100 COVANCE INC	430 000	20,682 01	20,576 00
231021106 CUMMINS ENGINE INC	420 000	37,918 53	40,702 00
257469AJ5 DOMINION RESOURCES INC SR NOTES SER F PUTABLE 8/15 5 25% 08/01/2033	75,000 000	72,100 85	84,728 00
25746U109 DOMINION RESOURCES INC /VA	760 000	36,269 25	41,040 00
260003108 DOVER CORP	595 000	33,227 73	31,898 00
26439RAH9 DUKE CAPITAL CORP SENIOR NOTES 8% 10/01/2019	55,000 000	64,333 50	70,458 00
26441C105 DUKE ENERGY CORP	6,490 000	125,826 07	149,659 00
268648102 EMC CORP	2,260 000	51,338 16	57,924 00
278642103 EBAY INC	670 000	20,590 24	28,147 00
291011104 EMERSON ELECTRIC CO	455 000	25,607 84	21,194 00
298785FU5 EUROPEAN INVT BK SR UNSECURED 1.75% 03/15/2017	75,000 000	76,200 75	76,048 00
302130109 EXPEDITORS INTL WASH INC	710 000	30,552 72	27,513 00
30219G108 EXPRESS SCRIPTS HOLDING CO	1,730 000	90,172 98	96,586 00
3136FHJ29 FEDERAL NATIONAL MTGE ASSOC NOTES 4% 04/22/2019-2010	75,000 000	75,000 00	86,716 00
3136FTA58 FEDERAL NATIONAL MTGE ASSOC NOTES 1 3% 01/30/2017-2013	50,000 000	50,000 00	50,222 00
3136FTMT3 FEDERAL NATIONAL MTGE ASSOC NOTES (MULTI-STEP CPN) 1 125% 11/21/2016-2012	200,000 000	199,750 00	200,520 00
3136G0HN4 FEDERAL NATIONAL MTGE ASSOC UNSECURED 1% 05/21/2027-2012	50,000 000	50,000 00	50,066 00
3137EADB2 FEDERAL HOME LOAN MORTGAGE CORP NOTES 2 375% 01/13/2022	75,000 000	74,516 40	76,969 00
31398ABG6 FEDERAL NATIONAL MTGE ASSN NOTES 5 5% 05/10/2027-2017	40,000 000	39,800 00	47,475 00
31398AVZ2 FEDERAL NATIONAL MTGE ASSN NOTES 2 75% 03/13/2014	35,000 000	36,910 30	36,420 00
35671D857 FREEPORT MCMORAN COPPER & GOLD CLASS B	980 000	29,625 26	33,389 00

**COOKE FOUNDATION LIMITED**  
**FORM 990-PF, PART II, LINE 13**  
**FOR YEAR ENDED 06/30/2012**

**23-7120804**

Description	Units	Book Value	Market Value
361448AG8 GATX CORP NOTES 8 75% 05/15/2014	45,000 000	44,887 50	50,736 00
369604103 GENERAL ELECTRIC CO	2,173 000	23,185 69	45,285 00
369604AY9 GENERAL ELECTRIC CO NOTES 5% 02/01/2013	110,000 000	109,941 90	112,813 00
3735412H3 GEORGIA ST MUNI ELEC AUTH TAXABLE-SUB GEN RESOLUTION 4 43% 01/01/2022	75,000 000	75,000 00	81,019 00
375558103 GILEAD SCIENCES INC	1,110 000	41,341 95	56,921 00
37733W105 GLAXOSMITHKLINE PLC ADR	3,820 000	158,978 11	174,077 00
38141G104 GOLDMAN SACHS GROUP INC	189 000	26,741 67	18,118 00
38259P508 GOOGLE INC CL A	160 000	81,888 12	92,811 00
40414L109 HCP INC	1,280 000	54,180 61	56,512 00
406216101 HALLIBURTON CO	760 000	26,960 62	21,576 00
411511306 HARBOR INTL FD	12,090 911	631,223 97	673,585 00
413875AK1 HARRIS CORP SR UNSECURED 5 95% 12/01/2017	100,000 000	106,611 00	116,564 00
42217K106 HEALTH CARE REIT INC	1,510 000	78,481 64	88,033 00
423074103 HEINZ H J CO	3,070 000	163,157 11	166,947 00
42809H107 HESS CORP	380 000	22,650 62	16,511 00
428236AT0 HEWLETT-PACKARD CO NOTES 6 125% 03/01/2014	10,000 000	11,415 00	10,733 00
438516106 HONEYWELL INTERNATIONAL INC	510 000	26,849 41	28,478 00
438670WB3 HONOLULU HAWAII CITY & CNTY BUILD AMERICA BDS TAXABLE-SER A 3 424% 12/01/2017	40,000 000	40,000 00	44,270 00
438701PS7 HONOLULU HI CITY & CNTY WASTEWTR SYS REV BUILD AMERICA BONDS TAXABLE-FIRST BD-SER B ISSUER SUBSI 6 114% 07/01/2029-2019	25,000 000	25,000 00	27,561 00
438701RC0 HONOLULU HI CITY & CNTY WASTEWTR SYS REV BUILD AMERICA BONDS 4 643% 07/01/2022 2020	60,000 000	60,000 00	67,898 00
440452AE0 HORMEL FOODS CORP SR UNSECURED 4 125% 04/15/2021	75,000 000	84,359 25	84,110 00
458140100 INTEL CORP	1,600 000	34,342 88	42,640 00
46120E602 INTUITIVE SURGICAL INS	50 000	16,693 22	27,690 00
46625H100 JP MORGAN CHASE & CO	1,052 000	41,884 29	37,588 00
46625HAT7 JP MORGAN CHASE & CO SUB NOTES 5.75% 01/02/2013	40,000 000	43,342 00	41,013 00
47103C357 JANUS TRITON FUND CL I	45,381 759	778,690 50	801,442 00
478160104 JOHNSON & JOHNSON	2,078 000	124,713 40	140,390 00
48121CYK6 JP MORGAN CHASE BANK SUBORDINATED 6% 10/01/2017	100,000 000	106,516 50	111,962 00
494368103 KIMBERLY CLARK CORP	2,270 000	152,213 28	190,158 00
494368BB8 KIMBERLY CLARK CORP NOTES 6 125% 08/01/2017	35,000 000	34,893 95	42,875 00
494550AJ5 KINDER MORGAN ENERGY PARTNERS LP SR UNSECURED 7 4% 03/15/2031	15,000 000	17,146 65	18,267 00
494550BL9 KINDER MORGAN ENERGY PARTNERS LP SR UNSECURED 3 95% 09/01/2022-2022	70,000 000	69,479 85	70,918 00
50540R409 LABORATORY CORP AMERICA HOLDINGS	230 000	21,018 39	21,300 00
51488YAB5 LANDESBK BADEN-WURTT NY SUBORDINATED 5 05% 12/30/2015	73,000 000	79,442 38	78,585 00
532457108 LILLY ELI & CO	4,240 000	158,537 38	181,938 00
544147101 LORILLARD INC	500 000	55,030 86	65,975 00
56062X708 MAINSTAY HIGH YIELD CORP BOND FUND CL I	75,540 591	447,955 70	446,445 00
577285Y86 MAUI CNTY HAWAII TAXABLE-SER A-RECOVERY ZONE ECONOMIC DEV BDS 4 559% 06/01/2022-2020	50,000 000	50,000 00	55,251 00
580135101 MCDONALDS CORP	510 000	39,372 97	45,150 00
58933Y105 MERCK & CO INC	3,760 000	145,275 50	156,980 00
594918104 MICROSOFT CORP	1,283 000	28,439 01	39,247 00
61746BDB9 MORGAN STANLEY SR UNSECURED 5 75% 10/18/2016	60,000 000	59,883 00	61,593 00
62718QAA3 MURRAY STATE INV TRUST I COMPANY GUARNT 4 647% 03/09/2017	50,000 000	49,970 50	50,097 00
62889KAC5 NCUA GUARANTEED NOTES US GOVT GUARANTEED 2 35% 06/12/2017	150,000 000	155,212 50	158,478 00
636274300 NATIONAL GRID PLC SP ADR	3,260 000	160,254 04	172,747 00
637071101 NATIONAL OILWELL VARCO INC	330 000	22,858 94	21,265 00
645918YF4 NEW JERSEY ST ECON DEV AUTH TAXABLE-REF-SCH FACS CONSTR-DD-2 3 641% 12/15/2015	65,000 000	67,187 90	69,609 00
649081AA4 NEW VALLEY GENERATION IV TVA PASS THRU CERTS 4 687% 01/15/2022 OFV 50000	34,696 360	31,913 36	39,476 00
65339F101 NEXTERA ENERGY INC	520 000	26,742 93	35,781 00
693506BF3 PPG INDUSTRIES INC SR UNSECURED 1 9% 01/15/2016	50,000 000	50,032 50	51,152 00
69351T106 PPL CORPORATION	3,870 000	109,139 27	107,625 00
70212FAA1 PARTNERRE FINANCE COMPANY GUARNT 6 875% 06/01/2018	55,000 000	54,510 50	63,332 00
713448108 PEPSICO INC	770 000	47,897 70	54,408 00
714290103 PERRIGO CO	450 000	29,689 38	53,069 00
71713UAT9 PHARMACIA CORPORATION DEBENTURES 6 75% 12/15/2027	50,000 000	57,911 50	65,319 00
718172109 PHILIP MORRIS INTERNATIONAL	2,355 000	156,839 92	205,497 00
718546104 PHILLIPS 66	1,090 000	30,481 10	36,232 00
740816AB9 PRES&FELLOWS OF HARVARD BONDS 6 3% 10/01/2037-2016	50,000 000	52,020 20	58,184 00
74144Q203 T ROWE PRICE INSTITUTIONAL EMERGING MARKETS EQUITY FUND	18,549 284	622,142 99	504,541 00

**COOKE FOUNDATION LIMITED**  
**FORM 990-PF, PART II, LINE 13**  
**FOR YEAR ENDED 06/30/2012**

**23-7120804**

Description	Units	Book Value	Market Value
742651DG4 PRIVATE EXPORT FUNDING SECURED 4 375% 03/15/2019	100,000 000	99,475 00	118,832 00
742651DH2 PRIVATE EXPORT FUNDING US GOVT GUARANTEED 3 05% 10/15/2014	50,000 000	53,365 00	52,781 00
742718109 PROCTER & GAMBLE CO	1,925 000	122,656 30	117,906 00
744573106 PUBLIC SERVICE ENT GROUP INC	960 000	30,169 06	31,200 00
747525103 QUALCOMM INC	1,220 000	59,357 41	67,930 00
74972H648 RS GLOBAL NATURAL RESOURCES FUND CL Y	42,199 509	1,601,047 51	1,495,129 00
761157AD8 RESOLUTION FUNDING CORP BONDS 8 875% 07/15/2020	100,000 000	147,589 00	154,000 00
761713106 REYNOLDS AMERICAN INC	3,750 000	140,177 75	168,263 00
77958B402 T ROWE PRICE INSTITUTIONAL FLOATING RATE FUND CL I	63,414 635	650,634 15	636,683 00
780259107 ROYAL DUTCH SHELL PLC ADR B	2,480 000	172,769 95	173,426 00
80004C101 SANDISK CORP	520 000	25,906 92	18,970 00
806857108 SCHLUMBERGER LTD	480 000	34,450 85	31,157 00
808513105 CHARLES SCHWAB CORP	3,820 000	47,559 00	49,393 00
80851QDA9 SCHWAB CHARLES CORP SR NOTES SER A 6 375% 09/01/2017	30,000 000	29,915 70	35,764 00
814219432 GUGGENHEIM MID CAP VALUE FUND CL I	74,839 336	871,363 60	788,807 00
842587107 SOUTHERN CO	3,940 000	159,318 92	182,422 00
858912108 STERICYCLE INC	520 000	43,046 04	47,668 00
879382208 TELEFONICA DE ESPANA ADS	5,260 000	111,548 70	68,906 00
880208400 TEMPLETON GLOBAL BOND FUND CL AD	47,410 650	651,896 44	607,330 00
880591EC2 TENNESSEE VALLEY AUTH NOTES 4 5% 04/01/2018	100,000 000	99,973 00	117,936 00
881624209 TEVA PHARMACEUTICAL INDS LTD SP ADR	1,280 000	62,023 71	50,483 00
882722K83 TEXAS ST REF-TAXABLE-PUB FIN AUTH 4 004% 10/01/2023-2021	55,000 000	55,000 00	60,584 00
88732J207 TIME WARNER CABLE INC	345 000	22,087 15	28,325 00
89151E109 TOTAL SA SP ADR	2,570 000	132,900 68	115,522 00
902973304 US BANCORP	890 000	23,291 92	28,622 00
90333WAB4 US BANK NA NOTES 6 3% 02/04/2014	70,000 000	73,887 30	75,784 00
904767704 UNILEVER PLC SPONSORED ADR	3,380 000	109,351 28	114,007 00
912810EH7 US TREASURY BONDS 7 875% 02/15/2021	20,000 000	23,850 00	30,594 00
912810EP9 US TREASURY BONDS 7 125% 02/15/2023	100,000 000	109,171 88	152,906 00
912810FF0 US TREASURY BONDS 5 25% 11/15/2028	140,000 000	149,604 29	197,028 00
912810QA9 US TREASURY BONDS 3 5% 02/15/2039	235,000 000	282,000 00	271,940 00
912828CJ7 US TREASURY 4 75% 05/15/2014	105,000 000	103,474 22	113,646 00
912828DC1 US TREASURY 4 25% 11/15/2014	60,000 000	63,782 81	65,485 00
912828EE6 US TREASURY 4 25% 08/15/2015	160,000 000	175,132 81	178,750 00
912828GS3 US TREASURY 4 5% 05/15/2017	100,000 000	102,562 50	117,969 00
912828HH6 US TREASURY 4 25% 11/15/2017	155,000 000	157,948 63	182,804 00
912828KQ2 US TREASURY N/B 3 125% 05/15/2019	175,000 000	195,302 73	198,898 00
912828LB4 US TREASURY 1 5% 07/15/2012	91,000 000	90,879 14	91,043 00
912828LC2 US TREASURY 2 625% 07/31/2014	131,000 000	135,276 68	137,171 00
912828LH1 US TREASURY 1 75% 08/15/2012	115,000 000	117,326 96	115,229 00
912828ME7 US TREASURY 2 625% 12/31/2014	225,000 000	224,876 92	237,605 00
912828MP2 US TREASURY 3 625% 02/15/2020	125,000 000	126,769 53	147,041 00
913017109 UNITED TECHNOLOGIES CORP	310 000	25,838 59	23,414 00
92220P105 VARIAN MEDICAL SYSTEMS INC	590 000	35,725 77	35,854 00
92343V104 VERIZON COMMUNICATIONS	4,270 000	150,718 33	189,759 00
92345Y106 VERISK ANALYTICS INC CL A	1,050 000	35,964 60	51,723 00
92826C839 VISA INC CL A SHARES	480 000	35,387 36	59,342 00
92857W209 VODAFONE GROUP PLC SP ADR	5,270 000	142,898 94	148,509 00
931142103 WAL-MART STORES INC	680 000	37,043 81	47,410 00
931142CK7 WAL-MART STORES INC SR UNSECURED 6 5% 08/15/2037	75,000 000	75,741 00	105,782 00
931142CZ4 WAL-MART STORES INC SENIOR NOTES 3 25% 10/25/2020	100,000 000	99,714 25	107,300 00
942683103 WATSON PHARMACEUTICAL	460 000	30,356 41	34,035 00
949746101 WELLS FARGO COMPANY	1,090 000	20,031 96	36,450 00
97381W104 WINDSTREAM CORP	4,140 000	52,245 82	39,992 00

**TOTAL OTHER INVESTMENTS**

**20,088,915.81 21,160,505.00**

# Cooke Foundation, Limited

## Grants List

Fiscal Year Ended June 30, 2012

Organization	Address	Project Description	Check Date	Payment Amount
Awaiaulu	P.O. Box 235896 Honolulu, HI 96823	'Ike Ku'oko'a - Hawaiian Newspaper Initiative	6/7/2012	10,000.00
Camp Mokuleia Inc.	68-729 Farrington Highway Waialua, HI 96791	A Sustainable Transformation at Camp Mokuleia	12/14/2011	25,000.00
Common Cause Education Fund	1133 19th St. NW, Ninth Floor Washington, DC 20036	Volunteer & Internship Program	12/1/2011	5,000.00
Compassion & Choices	PO Box 101810 Denver, CO 80250	End of Life Choice in Hawaii - Education Campaign	6/7/2012	10,000.00
East-West Center	1601 East-West Road Honolulu, HI 96848	APEC 2011 Hawaii	11/3/2011	25,000.00
Friends of the Future	P. O. Box 2655 Kamuela, HI 96743	Hawaii Island Early Childhood Professional Development	12/1/2011	33,000.00
Garden Island Resource Conservation and Development, Inc.	3083 Akahi Street, Suite 204 Lihue, HI 96766	Special Ecological Areas of Koke'e, Kaua'i	12/1/2011	10,000.00
Haiku Elementary School	105 Pauwela Rd. Haiku, HI 96708	2011 Beautification Award	1/20/2012	5,000.00
Hawaii Alliance for Arts Education	PO BOX 3948 Honolulu, HI 96812	Performing Arts Learning Centers	6/7/2012	5,000.00
Hawaii Community Foundation	1164 Bishop Street, Suite 800 Honolulu, HI 96813	Community Stabilization Initiative	12/20/2011	33,334.00
Hawaii Conservation Alliance Foundation	1151 Punchbowl St., Room 224 Honolulu, HI 96813	Conservation Connections: Uniting Our Island Communities with Environmental Stewardship Opportunities	6/7/2012	10,000.00
Hawaii Opera Theatre	987 Waimanu Street Honolulu, HI 96814	Orchestra - Grand Opera Season 2012	12/1/2011	20,000.00
Hawaii Public Television Foundation dba PBS Hawaii	P.O. Box 11673 Honolulu, HI 96828	Capital Campaign and Arts Leadership	12/1/2011	25,000.00
Hawaii Theatre Center	1132 Bishop St., Ste. 1404 Honolulu, HI 96813	Sustain the Hawaii	12/2/2011	20,000.00
Hawaii Youth Opera Chorus	P.O. Box 22304 Honolulu, HI 96823	E Mele Kakou Elementary School Outreach	12/1/2011	15,000.00
Hawaiian Mission Children's Society	553 S. King St. Honolulu, HI 96813	Engraved at Lahainaluna	12/1/2011	15,000.00
Honolulu Academy of Arts	900 South Beretania Street Honolulu, HI 96814	Improving the Quality of the Visitor's Experience	6/7/2012	20,000.00
Honolulu Academy of Arts	900 South Beretania Street Honolulu, HI 96814	Annual Grant	6/11/2012	100,000.00

**Cooke Foundation, Limited**

## Grants List

Fiscal Year Ended June 30, 2012

<b>Organization</b>	<b>Address</b>	<b>Project Description</b>	<b>Check Date</b>	<b>Payment Amount</b>
Hospice of Hilo	1011 Waiianuenue Avenue Hilo, HI 96720	In-Patient Hospice Facility	11/3/2011	25,000.00
Hui No'eau Visual Arts Center	2841 Baldwin Avenue Makawao, HI 96768	Kaluanui Preservation and Stewardship Program	6/7/2012	20,000.00
Kai Loa Inc.	45-037 Kaneohe, Bay Dr. Kaneohe, HI 96744	Na Pualei Early Learning Center	6/7/2012	20,000.00
Kanu Hawaii	1050 Bishop St., #504 Honolulu, HI 96813	Replicable energy cost reduction programs for disadvantaged communities	6/7/2012	5,000.00
Kauai Food Bank Inc.	3285 A Waapa Road Lihue, HI 96766	Ni'ihau Youth Backpack and Nutrition Program	12/1/2011	8,000.00
Kauai Habitat for Humanity	P.O. Box 28 Eleele, HI 96705	Ele'ele Iluna Subdivision - Detention Basin	12/1/2011	25,000.00
Kawananakoa Middle School	49 Funchal St. Honolulu, HI 96813	2011 Beautification Award	1/20/2012	5,000.00
Kokua Kalihi Valley Comprehensive Family Services	2239 North School St. Honolulu, HI 96819	Women's Sewing Project	6/7/2012	20,000.00
Lahainaluna High School	980 Lahainaluna Road Lahaina, HI 96761	2011 Beautification Award Nomination	1/20/2012	5,000.00
Lana'i Arts & Culture Center	P.O. Box 630701 Lana'i City, HI 96763	Lana'i Community Arts Program	6/7/2012	10,000.00
Le Jardin Academy	917 Kalaniana'ole Highway Kailua, HI 96734	Le Jardin Academy Capital Campaign	9/7/2011	25,000.00
Lyon Arboretum Association	3860 Manoa Road Honolulu, HI 96822	Lyon Arboretum Micropropagation Laboratory	12/1/2011	20,000.00
Ma Ka Hana Ka Ike Building Program	P. O. Box 968 Hana, HI 96713	Building for Sustainability	6/7/2012	15,000.00
Manoa Valley Church	2728 Huapala St. Honolulu, HI 96822	Building for the Future: Caring for our Keiki and Kupuna	12/1/2011	25,000.00
Palama Settlement	810 North Vineyard Blvd. Honolulu, HI 96817	Increasing Recreational Access	12/1/2011	8,700.00
Punahou School	1601 Punahou Street Honolulu, HI 96822	Omidyar K-1 Neighborhood Project	6/14/2012	25,000.00
Purdue University	403 W Wood St. West Lafayette, IN 47907	Acacia Koa Conservation & Koa Forest Restoration on the Hawaiian Islands	6/11/2012	15,000.00

**Cooke Foundation, Limited**

## Grants List

Fiscal Year Ended June 30, 2012

<b>Organization</b>	<b>Address</b>	<b>Project Description</b>	<b>Check Date</b>	<b>Payment Amount</b>
Rehabilitation Hospital of the Pacific Foundation	226 North Kuakini Street Honolulu, HI 96817	Capital Renovations to Improve Capacity to Provide Acute Rehabilitation to Hawaii Residents	6/11/2012	20,000.00
Seabury Hall	480 Olinda Road Makawao, HI 96768	Creative Arts Center	6/11/2012	25,000.00
Shriners Hospital for Children	1310 Punahou Street Honolulu, HI 96826	New Hospital Building Project	2/29/2012	25,000.00
St. Peters Episcopal Church	1317 Queen Emma Street Honolulu, HI 96813	St. Peter's Organ	12/1/2011	10,000.00
The Arc of Hilo	1099 Waiianuenue Ave. Hilo, HI 96720	Arc of Hilo Training & Community Center	7/1/2011	25,000.00
The Nature Conservancy of Hawaii	923 Nu'uanu Ave. Honolulu, HI 96817	Mauka to Makai Campaign	6/11/2012	25,000.00
Waikiki Health Center	277 Ohua Avenue Honolulu, HI 96815	Healthcare Expansion Initiative to Serve Pregnant and Parenting Women with Addictions	12/1/2011	10,000.00
<b>Total Grants</b>				<b>803,034.00</b>

# Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

*Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868*

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

## **Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions <b>COOKE FOUNDATION, LTD. C/O BANK OF HAWAII</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>23-7120804</b>
	Number, street, and room or suite no. If a P.O. box, see instructions <b>P.O. BOX 3170, DEPT. 715</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>HONOLULU, HI 96802-3170</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

### **BANK OF HAWAII**

- The books are in the care of ► **130 MERCHANT ST., HONOLULU, HI - 96813**  
Telephone No ► **(808) 694-4158** FAX No ► \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for  
► ☐ calendar year \_\_\_\_\_ or  
► ☒ tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return  
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	<b>26,093.</b>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	<b>14,093.</b>
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	<b>12,000.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1 2012)